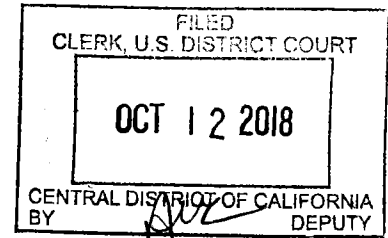


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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

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SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

SUSAN WERTH, aka "SUSAN
WORTH," CORPORATE MYSTIC,
LLC, COMMERCIAL EXCHANGE
SOLUTIONS, INC. and EXCHANGE
SOLUTIONS COMPANY,

Defendants.

Case No. CV 18-8436-SVW (JPRx)

**~~[PROPOSED]~~ PRELIMINARY
INJUNCTION AND ORDERS: (1)
FREEZING ASSETS; (2) REQUIRING
ACCOUNTINGS; AND (3)
PROHIBITING THE DESTRUCTION
OF DOCUMENTS**

1 This matter is before the Court upon the Consents of Defendants Susan Werth,
2 Corporate Mystic, LLC, Commercial Exchange Solutions, Inc., and Exchange
3 Solutions Company (collectively “Defendants”) and the Stipulation of the SEC and
4 Defendants (collectively, “the Parties”) to Entry of a Preliminary Injunction and
5 Orders: (1) Freezing Assets; (2) Requiring Accountings; and (3) Prohibiting the
6 Destruction of Documents.

7 The Court, having previously issued a Temporary Restraining Order and
8 Orders: (1) Freezing Assets; (2) Requiring Accountings; and (3) Prohibiting the
9 Destruction of Documents’ and have previously considered the SEC’s Complaint, the
10 TRO Application, the supporting Memorandum of Points and Authorities, the
11 supporting declarations and exhibits, and the other evidence and argument presented
12 to the Court, as well as the Consents and Stipulations, finds that:

13 A. This Court has jurisdiction over the parties to, and the subject matter of,
14 this action.

15 B. Defendants have consented and the Parties have stipulated to the entry of
16 a preliminary injunction on the terms below.

17 **I.**

18 IT IS HEREBY ORDERED that the Parties’ Consents and Stipulations are
19 GRANTED.

20 **II.**

21 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
22 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
23 concert or participation with any of them who receive actual notice of this Order, by
24 personal service or otherwise, and each of them, be and hereby are preliminarily
25 restrained and enjoined from, directly or indirectly, in the absence of any applicable
26 exemption:

27 A. unless a registration statement is in effect as to a security, making use of
28 any means or instruments of transportation or communication in

1 interstate commerce or of the mails to sell such security through the use
2 or medium of any prospectus or otherwise;

3 B. unless a registration statement is in effect as to a security, carrying or
4 causing to be carried through the mails or in interstate commerce, by any
5 means or instruments of transportation, any such security for the purpose
6 of sale or for delivery after sale; or

7 C. making use of any means or instruments of transportation or
8 communication in interstate commerce or of the mails to offer to sell or
9 offer to buy through the use or medium of any prospectus or otherwise
10 any security, unless a registration statement has been filed with the SEC
11 as to such security, or while the registration statement is the subject of a
12 refusal order or stop order or (prior to the effective date of the
13 registration statement) any public proceeding or examination under
14 Section 8 of the Securities Act, 15 U.S.C. § 77h;
15 in violation of Section 5(a) & (c) of the Securities Act, 15 U.S.C. § 77e(a) & (c).

16 **III.**

17 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
18 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
19 concert or participation with any of them, who receive actual notice of this Order, by
20 personal service or otherwise, and each of them, be and hereby are preliminarily
21 restrained and enjoined from, directly or indirectly, in the offer or sale of any
22 securities, by the use of any means or instruments of transportation or communication
23 in interstate commerce or by the use of the mails:

- 24 A. employing any device, scheme or artifice to defraud;
- 25 B. obtaining money or property by means of any untrue statement of a
26 material fact or any omission to state a material fact necessary in order to
27 make the statements made, in light of the circumstances under which
28 they were made, not misleading; or

1 C. engaging in any transaction, practice, or course of business which
2 operates or would operate as a fraud or deceit upon the purchaser;
3 in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

4 IV.

5 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
6 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
7 concert or participation with any of them, who receive actual notice of this Order, by
8 personal service or otherwise, and each of them, be and hereby are preliminarily
9 restrained and enjoined from, directly or indirectly, in connection with the purchase
10 or sale of any security, by the use of any means or instrumentality of interstate
11 commerce, or of the mails, or of any facility of any national securities exchange:

12 A. employing any device, scheme or artifice to defraud;

13 B. making any untrue statement of a material fact or omitting to state a
14 material fact necessary in order to make the statements made, in the light
15 of the circumstances under which they were made, not misleading; or

16 C. engaging in any act, practice, or course of business which operates or
17 would operate as a fraud or deceit upon any person;

18 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5
19 thereunder, 17 C.F.R. § 240.10b-5.

20 V.

21 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
22 Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries
23 and affiliate, and those persons in active concert with them, who receive actual notice
24 of this Order, by personal service or otherwise, and each of them, be and hereby are
25 preliminarily restrained and enjoined from, directly or indirectly, transferring,
26 assigning, selling, hypothecating, changing, wasting, dissipating, converting,
27 concealing, encumbering, or otherwise disposing of, in any manner, any funds, assets,
28 securities, claims or other real or personal property, including any notes or deeds of

trust or other interest in real property, wherever located, of any one of the Defendants, or their subsidiaries or affiliates, owned by, controlled by, managed by or in the possession or custody of any of them and from transferring, encumbering dissipating, incurring charges or cash advances on any debit or credit card of the credit arrangement of any one of the Defendants, or their subsidiaries and affiliates.

VI.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, the assert freeze previously imposed by the TRO shall remain in place on all monies and assets (with an allowance for necessary and reasonable living expenses to be granted only upon good cause shown by application to the Court with notice to and an opportunity for the SEC to be heard) in all accounts at any bank, financial institution or brokerage firm, or third-payment payment processor, all certificates of deposit, and other funds or assets, held in the name of, for the benefit of, or over which account authority is held by Defendants, including but not limited to the accounts listed below:

BANK NAME	ACCOUNT NAME	ACCOUNT NO.
JP Morgan Chase	Corporate Mystic, LLC	XXXXXX1833
Comerica	Corporate Mystic, LLC	XXXXXXX6160
Comerica	Corporate Mystic, LLC	XXXXXXX6202
Comerica	Corporate Mystic, LLC	XXXXXXX6376
Comerica	Commercial Exchange Solutions	XXXXXXX8511
Comerica	Commercial Exchange Solutions	XXXXXXX7942
Comerica	Commercial Exchange Solutions	XXXXXXX7959
Bank of America	Commercial Exchange Solutions	XXXXXXXXXX7666
Bank of America	Commercial Exchange Solutions	XXXXXXXXXX5879
Wells Fargo	Commercial Exchange Solutions	XXXXXXX6619
Comerica	Exchange Solutions Company	XXXXXXX8248

BANK NAME	ACCOUNT NAME	ACCOUNT NO.
Comerica	Exchange Solutions Company	XXXXXXX8230
Wells Fargo	Exchange Solutions Company	XXXXXXX0797
Wells Fargo	Exchange Solutions Company	XXXXXXX7019
Bank of America	Exchange Solutions Company	XXXXXXXXX5811
Bank of America	Exchange Solutions Company	XXXXXXXXX5882
TD Ameritrade	Susan Werth	xxxxxx9081
Bank of America	Susan M Werth	XXXXXXXXX7193
Bank of America	Amber J Werth and Susan M Werth	XXXXXXXXX7000
Bank of America	Claire C Werth and Susan M Werth	XXXXXXXXX8339
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5002
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5010
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5028
Comerica	Marron Abeilee Inc.	xxxxxxx8206

Any bank, financial institution or brokerage firm, or third-party payment processor holding such monies and assets described above shall hold and retain within their control and prohibit the withdrawal, removal, transfer or other disposal of any such funds or other assets except as otherwise ordered by this Court.

VII.

IT IS FURTHER ORDERED that Defendants remain under a continuing obligation to prepare and deliver to the SEC, within 5 days of the entry of the TRO, a detailed and complete schedule of all of their personal assets, including all real and personal property exceeding \$5,000 in value, and all bank, securities, and other accounts identified by institution, branch address and account number. The

1 accounting shall include a description of the sources of all such assets. Such
2 accounting shall be filed with the Court and a copy shall be delivered to the SEC to
3 the attention of Donald W. Searles, counsel for the SEC. After completion of the
4 accounting, each of the Defendants shall produce to the SEC at a time agreeable to
5 the SEC, all books, records and other documents supporting or underlying their
6 accounting.

7 **VIII.**

8 IT IS FURTHER ORDERED that any person who receives actual notice of this
9 Order by personal service or otherwise, and who holds, possesses or controls assets
10 exceeding \$5,000 for the account or benefit of any one of the Defendants shall within
11 5 days of receiving actual notice of this Order provide counsel for the SEC with a
12 written statement identifying all such assets, the value of such assets, or best
13 approximation thereof, and any account numbers or account names in which the
14 assets are held.

15 **IX.**

16 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
17 each of the Defendants, and their officers, agents, servants, employees, attorneys,
18 subsidiaries and affiliates, and those persons in active concert or participation with
19 any of them, who receive actual notice of this Order, by personal service or
20 otherwise, and each of them, be and hereby are preliminarily restrained and enjoined
21 from, directly or indirectly: destroying, mutilating, concealing, transferring, altering,
22 or otherwise disposing of, in any manner, any documents, which includes all books,
23 records, computer programs, computer files, computer printouts, contracts, emails,
24 correspondence, memoranda, brochures, or any other documents of any kind in their
25 possession, custody or control, however created, produced, or stored (manually,
26 mechanically, electronically, or otherwise), pertaining in any manner to Defendants.


27 **X.**

28 IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this

1 action for the purpose of implementing and carrying out the terms of all orders and
2 decrees which may be entered herein and to entertain any suitable application or
3 motion for additional relief within the jurisdiction of this Court.

4
5 IT IS SO ORDERED.

6
7 Dated: Oct 11, 2018


UNITED STATES DISTRICT JUDGE

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11 Presented by:

12 /s/ Donald W. Searles

13 Donald W. Searles
14 Attorney for Plaintiff
Securities and Exchange Commission